

[IF FORMING A MEMBERSHIP CORPORATION, REPLACE REMAINING PROVISIONS WITH MEMBERSHIP PROVISIONS FOR PUBLIC BENEFIT CORPORATIONS]

**ARTICLE 13
MEMBERS**

SECTION 1. DETERMINATION OF MEMBERS

If this corporation makes no provision for members, then, pursuant to Section 5310(b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law or the provisions of the articles of incorporation or bylaws of this corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the board of directors.

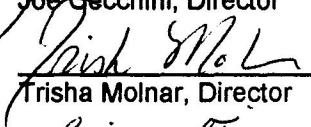
WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial directors in the articles of incorporation of Discover the Delta Foundation, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing bylaws, consisting of 20 pages, as the bylaws of this corporation.

Dated: May 24, 2006


Karl Benjamin, Secretary and Treasurer


Joe Cecchini, Director


Trisha Molnar, Director


Linda Fiack, Director


Bill Cox, Vice President


Ken Scheidegger, President

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the bylaws of the corporation named in the title thereto and that such bylaws were duly adopted by the board of directors of said corporation on the date set forth below.

State of California
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of _____ page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAR - 7 2006

BRUCE McPHERSON
Secretary of State

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

MAR 07 2006

2857105

**ARTICLES OF INCORPORATION
OF
DISCOVER THE DELTA FOUNDATION,**

A California Nonprofit Public Benefit Corporation

**I.
NAME**

The name of this corporation is Discover the Delta Foundation.

**II.
PURPOSE**

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The specific charitable and educational purposes for which the corporation is organized are to provide education and increase public awareness regarding the agricultural, cultural, historical, environmental and recreational value of the California Delta.

This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States internal revenue law.

**III.
INITIAL AGENT FOR SERVICE OF PROCESS**

The name and California address of the corporation's initial agent for service of process is:

Angela Schrimp de la Vergne, Esq.
Knox, Lemmon & Anapolsky, LLP
One Capitol Mall, Suite 700
Sacramento, CA 95814

IV.
TAX-EXEMPT STATUS

A. No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office, except as provided in Section 501(h) of the Internal Revenue Code of 1986.

B. All corporate property is irrevocably dedicated to the purposes set forth in Article II, above. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders, or members, or to individuals.

C. On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) organized and operated exclusively for charitable purposes, which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law) and which has established its tax exempt status under Sections 23701d and 214 of the California Revenue and Taxation Code (or the corresponding section of any future California revenue and tax law).

Dated: March 2, 2006

Ken Scheidegger
Ken Scheidegger, Incorporator

